

# Pemberton Heights Neighborhood Association

## Bylaws

Adopted by the PHNA Membership in October, 2019

### Preamble

Pemberton Heights is a unique subdivision centrally located in Austin, Travis County, Texas. In the late 1800s, what is now Pemberton Heights was a farm owned by Attorney General John Woods Harris. The Fisher family inherited the farm from Harris and established the Austin Land Co. In 1927, the company built a bridge across Shoal Creek and began development. From 1927 to the early 1940s, Pemberton Heights was developed in 12 sections. In 2003, it was placed on the National Register of Historic Places as part of the Old West Austin National Register Historic District.

### I. Definitions

**Association:** means the Pemberton Heights Neighborhood Association abbreviated as “PHNA” which is nonprofit, non-partisan, unincorporated neighborhood association created to exercise the authority and assume the powers and carry out the purposes set forth in these Bylaws. PHNA operates as a 501(c)(4) tax exempt organization. As such, dues, donations and/or contributions to PHNA are not deductible for Federal income tax purposes.

**Board:** means the Board of Directors of PHNA, the individuals members of which are elected by the Members pursuant to the terms and conditions of these Bylaws to act as the governing body of PHNA.

**Household:** means all residents of a distinct piece of geographic property, identified with a unique property address, which is located within the boundaries of the Neighborhood.

**Member:** means each resident of a Household which has been granted Membership in PHNA.

**Membership:** means the membership granted to each Household which pays the required dues to PHNA which entitles each Member to enjoy the full or limited privileges of PHNA specified by the terms and conditions of these Bylaws, and subject to any other policies and procedures which may be adopted by the Board from time to time.

**Neighborhood:** means the Pemberton Heights Neighborhood of Austin, Texas, referred to as “Pemberton Heights” or the “Neighborhood” which consists of approximately 640 homes and lots within the following boundaries:

beginning at the intersection of MoPac and Windsor Road (24<sup>th</sup> Street); then south along the north curb of Windsor Road (24<sup>th</sup> Street) to its intersection with Shoal Creek; then north following the meanders of Shoal Creek to its intersection with the south curb line of 29<sup>th</sup> Street; then west along the south curb of 29<sup>th</sup> Street to its intersection with the west curb line of Harris Boulevard; then south along the west curb line of Harris Boulevard to its intersection with the northernmost property lines of Northwood Avenue; then west to the west curb line of Jefferson Avenue; then south along that curb line to its intersection with the northernmost property lines of Westover; then west to its intersection with MoPac; then south along the east right-of-way of MoPac to the point of beginning.

**Posted:** means any information officially approved by the Board and communicated to the membership by publishing on the website, email notification or Posted on Next door.

## **II. Mission Statement**

The Association shall work in active participation with the residents of the Neighborhood to: enhance, protect and preserve the character and quality of the Neighborhood; build a sense of community among its diverse Members; and develop and implement goals designed to promote mutual interest of the residents of the Neighborhood.

## **III. Membership:**

Each Household with an address in the Neighborhood is eligible for one Membership. Only one Membership is available per Household. Membership in the PHNA is granted to those Households that pay dues.

If a Household has both a nonresident owner and a lessee tenant, and both parties wish to pay Membership dues, only the property owner will be granted Membership.

## **IV. Communication**

The Association shall maintain a database of names, physical addresses, email addresses, and phone numbers of all Members to facilitate effective communication of information, alerts, and warnings. This information will be used solely by the Association for activity directly related to the Association and will not be made available to third parties.

The Association shall “Post” information in a timely manner to facilitate the Association’s democratic governing processes.

## **V. Board of Directors**

The business and affairs of the Association shall be carried out under the direction of an elected Board of Directors, or “Board”. The Board shall conduct its affairs both directly and through committees and task forces composed of Members to ensure the fullest possible participation by the Neighborhood.

The number of Directors shall be neither less than three (3) nor more than nine (9).

Each elected Director shall serve a term of three years. A person may serve as a Director for a total of two consecutive terms and thereafter is eligible for reelection to such office after one (one) year.

The President, Vice President, and Treasurer shall all have signature authority on all Association financial accounts.

Elections shall be held once per calendar year in October . The new directors shall take office on November 1<sup>st</sup>. Directors shall hold office until their successors are elected. The terms of the directors shall be staggered so that there are at least two (2) vacancies to fill each year. Following each election, the Director who most recently served as Vice President shall become President. The Director who most recently served as Treasurer-Elect shall become Treasurer. The Board shall select from among their newly elected Directors a Vice-President, Treasurer-Elect, and Secretary.

In the event that the office of President becomes vacant, the current Vice President shall immediately become President, and may continue to serve as President for the remainder of that term in office. In the event that the office of Vice President, Treasurer, Treasurer-Elect or Secretary becomes vacant, the Board shall select a replacement from among the remaining members of the Board.

The only compensation a Director may receive will be for expenses pre-authorized and undertaken on behalf of the Association. This expense reimbursement will be reflected in the financial records of the Association.

The Board shall appoint committees, delegates or representatives to other organizations and such other positions necessary for the execution of the purposes, objectives, and policies of the Association.

## **VI. Election and Voting**

Each Household with Membership in good standing, including both resident owners and non-resident owners, shall be entitled to cast a single ballot for any and all matters put to a vote, including the election of Directors, approval of Bylaws amendments, and any other Association business that the Board chooses to put to a Membership-wide vote.

Each Member may vote for as many candidates as there are vacancies to fill. The Board shall consist of those candidates receiving the highest vote count. To win a seat on the Board, a candidate must receive a minimum number of votes equal to no less than 10% of the total number of votes cast.

All elections must involve a minimum of twenty (20) votes cast by the Membership; election results involving less than twenty (20) votes cast are null and void.

## **VII. Dues**

All Members of the Association are required to pay dues.

All Memberships are on an annual basis and all Memberships expire on September 30<sup>th</sup>.

The Board may increase or decrease the annual dues at its discretion. Decreases may take effect immediately. Increases shall be published at least thirty (30) days before taking effect.

### **VIII. Meetings**

A meeting of the Board means a deliberation among a quorum of the Board, during which Association business is considered and the Board takes formal action. All Members may request items be added to the agenda in the up-coming meeting. Meetings of the Board may be called by the President or in the President's absence, the Vice President. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors which are physically present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

The Board of Directors shall meet no less frequently than every two months in a publicly accessible physical location.

Minutes of each meeting shall be Posted upon approval by the board.. These minutes shall include a list of the Directors and Members in attendance; with a summary of the action taken for each item.

### **IX. Rules of Order – Agenda**

**A. Call to order:** The Chair must verify that all Members and the Board have received proper notice of the meeting and confirm that a quorum of Board members are in attendance. A Director shall be permitted to listen, discuss and otherwise participate in a meeting of the Board by telephone or electronic methods by which all persons participating in the meeting can hear each other; provided, however, that a Director must be physically present at such meeting to establish quorum and to take any action permitted to be taken by the Board during a meeting.

**B. Presentations by outside groups (if applicable):** Individuals or groups may be invited by the Board to present information deemed useful for the effective function of the Association.

**D. Approval of Previous Minutes:** The minutes of the previous meeting shall be sent to the Board members prior to the meeting. The minutes of previous meetings are the official minutes of the Board when the Board votes to accept them.

Minutes are prepared by either the Secretary or designee appointed by the Board. A Board member may suggest changes to the minutes before the Board adopts them. The suggested change should be set forth in the minutes for the record, and then the Board should adopt or reject such changes.

**E. Officer and Committee Reports:** Officers and committee chairs may report their findings or recommendations to the Board. Standing committees are:

**Bylaws and Policies**

Communication

Environment

Governmental Affairs

Nominating

Social

Traffic and Safety

Ad Hoc Committees appointed by the Board and other presentations by the Board members may be presented at this time.

**F. Open Forum:** Time limitations may be imposed by the Board. Each Member will address the Chair and shall briefly discuss a specific issue. Board members may question a Member about the issue or concerns. Other Members may speak with the permission of the Board. Once the open forum is closed, other Members may speak if the Board specifically requests input or information from a particular Member. Any disruptions by Members must be addressed by the Chair.

**G. Old and New Business:** All items that were postponed during the previous meeting must be revisited during this period, unless otherwise voted by the Board. The Board may vote to postpone consideration of any old business or it may remove any item from consideration. Except in the case of emergency business, all new items of business are heard only after all old business items have been addressed by the Board either by adopting, rejecting a motion, postponing, or removing the item from consideration.

All business must be conducted in the form of motions or resolutions adopted by a vote of the majority of the Board.

**I. Adjournment:** Upon motion carried by the Board, or, upon the conclusion of the agenda, the President shall announce the date of the next meeting and that the meeting is adjourned. The minutes shall reflect the time of adjournment.

**X. Motions and Deliberations:** The President is normally the Chair of the Board meeting. The Chair's role is to facilitate deliberations and to assist the Board in conducting its business in a fair and efficient manner. When an item of business is to be discussed the Chair announces the item to be discussed and opens the

floor to discussion. Although the Chair may voice an opinion and cast votes, the Chair must provide each member of the Board an equal and fair opportunity to be heard.

After a full discussion, the Chair should announce that the item of business is ready for a vote.

**XI. Voting:** The Board is limited to one item of business at a time, but there are no limits to the number of motions that may be considered as to how to dispose of that item of business. Motions need not be seconded. After discussion, a vote will be requested. The motion adopted or failed may be brought up as an agenda item in future meetings. If a Board member believes an action by the Board is unlawful, contrary to the authority of the Board, or not in the best interest of the Association, that Member may make an oral or written dissent explaining the reasons that a dissent is necessary. This dissent shall become part of the minutes.

**XII. Amendments:** Any Member may propose amendments to the Bylaws. Upon petition signed by no less than 10 active members. Adoption of an amendment shall require approval by a simple majority vote. Amendments shall become effective upon adoption and posted for the Members.

**XIV. Books and Records:** Officers and chairs will keep records of their activities as reflected in the minutes and handouts at the meetings. A storage site will be determined by the Board.

**Pemberton Heights Neighborhood Association**

**P.O. Box 50388**

**Austin, Texas 78763-0388**

Goldberg's Rules of Order for Association Boards, edition 1.0 was used as a template for these bylaws.